



Legal Document

Superior Court of California, County of San Francisco
Case No. CGC 13 534023
Rex Tabora Et Al v. Twenty Two Holdings, Llc Et Al

Document 1



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**SUPERIOR COURT OF CALIFORNIA
COUNTY OF SAN FRANCISCO**

Document Scanning Lead Sheet

Sep-05-2013 08:45 am

Case Number: CGC-13-534023

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COMPLAINT

REX TABORA et al VS. TWENTY TWO HOLDINGS, LLC et al

001C04189470

Instructions:

Please place this sheet on top of the document to be scanned.

SUM-100

SUMMONS
(CITACION JUDICIAL)

FOR COURT USE ONLY
(SOLO PARA USO DE LA CORTE)

NOTICE TO DEFENDANT:
(AVISO AL DEMANDADO):

TWENTY TWO HOLDINGS, LLC; BILLY CHAN; SUSIE PHAM; JEFF SOO HOO; KENT HEINZMAN; SANDRA HEINZMAN; EDSSEL PALMA; ED BERNARDO; ENRIQUE MALVAR; TOBY OSAKO; RENE ACOSTA; and DOES 1 to 20

YOU ARE BEING SUED BY PLAINTIFF:

(LO ESTÁ DEMANDANDO EL DEMANDANTE):

REY TABORA, MINERVA ESHABARR AND CHRISTINE MARDIGRAS

NOTICE! You have been sued. The court may decide against you without your being heard unless you respond within 30 days. Read the information below.

You have 30 CALENDAR DAYS after this summons and legal papers are served on you to file a written response at this court and have a copy served on the plaintiff. A letter or phone call will not protect you. Your written response must be in proper legal form if you want the court to hear your case. There may be a court form that you can use for your response. You can find these court forms and more information at the California Courts Online Self-Help Center (www.courtinfo.ca.gov/selfhelp), your county law library, or the courthouse nearest you. If you cannot pay the filing fee, ask the court clerk for a fee waiver form. If you do not file your response on time, you may lose the case by default, and your wages, money, and property may be taken without further warning from the court.

There are other legal requirements. You may want to call an attorney right away. If you do not know an attorney, you may want to call an attorney referral service. If you cannot afford an attorney, you may be eligible for free legal services from a nonprofit legal services program. You can locate these nonprofit groups at the California Legal Services Web site (www.lawhelpcalifornia.org), the California Courts Online Self-Help Center (www.courtinfo.ca.gov/selfhelp), or by contacting your local court or county bar association. **NOTE:** The court has a statutory lien for waived fees and costs on any settlement or arbitration award of \$10,000 or more in a civil case. The court's lien must be paid before the court will dismiss the case. **¡AVISO!** Lo han demandado. Si no responde dentro de 30 días, la corte puede decidir en su contra sin escuchar su versión. Lea la información a continuación.

Tiene 30 DÍAS DE CALENDARIO después de que le entreguen esta citación y papeles legales para presentar una respuesta por escrito en esta corte y hacer que se entregue una copia al demandante. Una carta o una llamada telefónica no lo protegen. Su respuesta por escrito tiene que estar en formato legal correcto si desea que procesen su caso en la corte. Es posible que haya un formulario que usted pueda usar para su respuesta. Puede encontrar estos formularios de la corte y más información en el Centro de Ayuda de las Cortes de California (www.sucorte.ca.gov), en la biblioteca de leyes de su condado o en la corte que le quede más cerca. Si no puede pagar la cuota de presentación, pida al secretario de la corte que le dé un formulario de exención de pago de cuotas. Si no presenta su respuesta a tiempo, puede perder el caso por incumplimiento y la corte le podrá quitar su sueldo, dinero y bienes sin más advertencia.

Hay otros requisitos legales. Es recomendable que llame a un abogado inmediatamente. Si no conoce a un abogado, puede llamar a un servicio de remisión a abogados. Si no puede pagar a un abogado, es posible que cumpla con los requisitos para obtener servicios legales gratuitos de un programa de servicios legales sin fines de lucro. Puede encontrar estos grupos sin fines de lucro en el sitio web de California Legal Services, (www.lawhelpcalifornia.org), en el Centro de Ayuda de las Cortes de California, (www.sucorte.ca.gov) o poniéndose en contacto con la corte o el colegio de abogados locales. **AVISO:** Por ley, la corte tiene derecho a reclamar las cuotas y los costos exentos por imponer un gravamen sobre cualquier recuperación de \$10,000 ó más de valor recibida mediante un acuerdo o una concesión de arbitraje en un caso de derecho civil. Tiene que pagar el gravamen de la corte antes de que la corte pueda desechar el caso.

The name and address of the court is:

(El nombre y dirección de la corte es):

San Francisco Superior Court
400 McAllister Street
San Francisco, CA 94102

CASE NUMBER (Número del Caso)
CGC-13-534023

The name, address, and telephone number of plaintiff's attorney, or plaintiff without an attorney, is:

(El nombre, la dirección y el número de teléfono del abogado del demandante, o del demandante que no tiene abogado, es):

Arthur C. Lipton
870 Market Street, Suite 945
San Francisco, CA 94102

Lipton & Piper, LLP
(415) 362-6286

DATE:
(Fecha) **SEP 05 2013**

CLERK OF THE COURT

Clerk, by
(Secretario)

STEPPE

[Signature] Deputy
(Adjunto)

(For proof of service of this summons, use Proof of Service of Summons (form POS-010).)

(Para prueba de entrega de esta citación use el formulario Proof of Service of Summons, (POS-010)).

[SEAL]



NOTICE TO THE PERSON SERVED: You are served

1. ☐ as an individual defendant.
2. ☐ as the person sued under the fictitious name of (specify):

3. ☐ on behalf of (specify):

under: ☐ CCP 416.10 (corporation)
☐ CCP 416.20 (defunct corporation)
☐ CCP 416.40 (association or partnership)
☐ other (specify):

☐ CCP 416.60 (minor)
☐ CCP 416.70 (conservatee)
☐ CCP 416.90 (authorized person)

4. ☐ by personal delivery on (date):

ATTORNEY OR PARTY WITHOUT ATTORNEY (Name, State, number, and address):

FOR COURT USE ONLY

Arthur C. Lipton 74710

Lipton & Piper, LLP

870 Market Street, Suite 945

San Francisco, CA 94102

TELEPHONE NO: (415) 362-6286 FAX NO: (415) 362-6819

ATTORNEY FOR (Name): REY TABORA, MINERVA ESHABARR, et al.

FILED
SUPERIOR COURT
COUNTY OF SAN FRANCISCO

2013 SEP -5 AM 8:46

CLERK OF THE COURT

BY: DEPUTY CLERK

STEPPE

SUPERIOR COURT OF CALIFORNIA, COUNTY OF San Francisco

STREET ADDRESS: 400 McAllister Street

MAILING ADDRESS:

CITY AND ZIP CODE: San Francisco, CA 94102

BRANCH NAME:

CASE NAME: REY TABORA, MINERVA ESHABARR AND CHRISTINE MARDIGRAS v.
TWENTY TWO HOLDINGS, LLC, et al.

CIVIL CASE COVER SHEET

- ☒ Unlimited (Amount demanded exceeds \$25,000) ☐ Limited (Amount demanded is \$25,000 or less)

Complex Case Designation

- ☐ Counter ☐ Joinder

Filed with first appearance by defendant
(Cal. Rules of Court, rule 3.402)

CASE NUMBER: 13-534023

JUDGE:

DEPT:

Items 1-6 below must be completed (see instructions on page 2).

1. Check **one** box below for the case type that best describes this case:

Auto Tort

- ☐ Auto (22)
☐ Uninsured motorist (46)

Other PI/PD/WD (Personal Injury/Property Damage/Wrongful Death) Tort

- ☐ Asbestos (04)
☐ Product liability (24)
☐ Medical malpractice (45)
☐ Other PI/PD/WD (23)

Non-PI/PD/WD (Other) Tort

- ☐ Business tort/unfair business practice (07)
☐ Civil rights (08)
☐ Defamation (13)
☐ Fraud (16)
☐ Intellectual property (19)
☐ Professional negligence (25)
☐ Other non-PI/PD/WD tort (35)

Employment

- ☐ Wrongful termination (36)
☐ Other employment (15)

Contract

- ☒ Breach of contract/warranty (06)
☐ Rule 3.740 collections (09)
☐ Other collections (09)
☐ Insurance coverage (18)
☐ Other contract (37)

Real Property

- ☐ Eminent domain/Inverse condemnation (14)
☐ Wrongful eviction (33)
☐ Other real property (26)

Unlawful Detainer

- ☐ Commercial (31)
☐ Residential (32)
☐ Drugs (38)

Judicial Review

- ☐ Asset forfeiture (05)
☐ Petition re: arbitration award (11)
☐ Writ of mandate (02)
☐ Other judicial review (39)

Provisionally Complex Civil Litigation

(Cal. Rules of Court, rules 3.400-3.403)

- ☐ Antitrust/Trade regulation (03)
☐ Construction defect (10)
☐ Mass tort (40)
☐ Securities litigation (28)
☐ Environmental/Toxic tort (30)
☐ Insurance coverage claims arising from the above listed provisionally complex case types (41)

Enforcement of Judgment

- ☐ Enforcement of judgment (20)

Miscellaneous Civil Complaint

- ☐ RICO (27)
☐ Other complaint (not specified above) (42)

Miscellaneous Civil Petition

- ☐ Partnership and corporate governance (21)
☐ Other petition (not specified above) (43)

2. This case ☐ is ☒ is not complex under rule 3.400 of the California Rules of Court. If the case is complex, mark the factors requiring exceptional judicial management:

- a. ☐ Large number of separately represented parties d. ☐ Large number of witnesses
b. ☐ Extensive motion practice raising difficult or novel issues that will be time-consuming to resolve e. ☐ Coordination with related actions pending in one or more courts in other counties, states, or countries, or in a federal court
c. ☐ Substantial amount of documentary evidence f. ☐ Substantial postjudgment judicial supervision

3. Remedies sought (check all that apply): a. ☒ monetary b. ☒ nonmonetary; declaratory or injunctive relief c. ☒ punitive

4. Number of causes of action (specify):

5. This case ☐ is ☒ is not a class action suit.

6. If there are any known related cases, file and serve a notice of related case. (You may use form CM-015.)

Date: 9/3/2013

Arthur C. Lipton

(TYPE OR PRINT NAME)

(SIGNATURE OF PARTY OR ATTORNEY FOR PARTY)

NOTICE

- Plaintiff must file this cover sheet with the first paper filed in the action or proceeding (except small claims cases or cases filed under the Probate Code, Family Code, or Welfare and Institutions Code). (Cal. Rules of Court, rule 3.220.) Failure to file may result in sanctions.
- File this cover sheet in addition to any cover sheet required by local court rule.
- If this case is complex under rule 3.400 et seq. of the California Rules of Court, you must serve a copy of this cover sheet on all other parties to the action or proceeding.
- Unless this is a collections case under rule 3.740 or a complex case, this cover sheet will be used for statistical purposes only.

Page 1 of 2



INSTRUCTIONS ON HOW TO COMPLETE THE COVER SHEET

To Plaintiffs and Others Filing First Papers. If you are filing a first paper (for example, a complaint) in a civil case, you **must** complete and file, along with your first paper, the *Civil Case Cover Sheet* contained on page 1. This information will be used to compile statistics about the types and numbers of cases filed. You must complete items 1 through 6 on the sheet. In item 1, you must check **one** box for the case type that best describes the case. If the case fits both a general and a more specific type of case listed in item 1, check the more specific one. If the case has multiple causes of action, check the box that best indicates the **primary** cause of action. To assist you in completing the sheet, examples of the cases that belong under each case type in item 1 are provided below. A cover sheet must be filed only with your initial paper. Failure to file a cover sheet with the first paper filed in a civil case may subject a party, its counsel, or both to sanctions under rules 2.30 and 3.220 of the California Rules of Court.

To Parties in Rule 3.740 Collections Cases. A "collections case" under rule 3.740 is defined as an action for recovery of money owed in a sum stated to be certain that is not more than \$25,000, exclusive of interest and attorney's fees, arising from a transaction in which property, services, or money was acquired on credit. A collections case does not include an action seeking the following: (1) tort damages, (2) punitive damages, (3) recovery of real property, (4) recovery of personal property, or (5) a prejudgment writ of attachment. The identification of a case as a rule 3.740 collections case on this form means that it will be exempt from the general time-for-service requirements and case management rules, unless a defendant files a responsive pleading. A rule 3.740 collections case will be subject to the requirements for service and obtaining a judgment in rule 3.740.

To Parties in Complex Cases. In complex cases only, parties must also use the *Civil Case Cover Sheet* to designate whether the case is complex. If a plaintiff believes the case is complex under rule 3.400 of the California Rules of Court, this must be indicated by completing the appropriate boxes in items 1 and 2. If a plaintiff designates a case as complex, the cover sheet must be served with the complaint on all parties to the action. A defendant may file and serve no later than the time of its first appearance a joinder in the plaintiff's designation, a counter-designation that the case is not complex, or, if the plaintiff has made no designation, a designation that the case is complex.

CASE TYPES AND EXAMPLES

Auto Tort

Auto (22)-Personal Injury/Property Damage/Wrongful Death
Uninsured Motorist (46) *(if the case involves an uninsured motorist claim subject to arbitration, check this item instead of Auto)*

Other PI/PD/WD (Personal Injury/Property Damage/Wrongful Death) Tort

Asbestos (04)
Asbestos Property Damage
Asbestos Personal Injury/Wrongful Death
Product Liability *(not asbestos or toxic/environmental)* (24)
Medical Malpractice (45)
Medical Malpractice-Physicians & Surgeons
Other Professional Health Care Malpractice
Other PI/PD/WD (23)
Premises Liability (e.g., slip and fall)
Intentional Bodily Injury/PD/WD (e.g., assault, vandalism)
Intentional Infliction of Emotional Distress
Negligent Infliction of Emotional Distress
Other PI/PD/WD

Non-PI/PD/WD (Other) Tort

Business Tort/Unfair Business Practice (07)
Civil Rights (e.g., discrimination, false arrest) *(not civil harassment)* (08)
Defamation (e.g., slander, libel) (13)
Fraud (16)
Intellectual Property (19)
Professional Negligence (25)
Legal Malpractice
Other Professional Malpractice *(not medical or legal)*
Other Non-PI/PD/WD Tort (35)

Employment

Wrongful Termination (36)
Other Employment (15)

Contract

Breach of Contract/Warranty (06)
Breach of Rental/Lease Contract *(not unlawful detainer or wrongful eviction)*
Contract/Warranty Breach-Seller Plaintiff *(not fraud or negligence)*
Negligent Breach of Contract/Warranty
Other Breach of Contract/Warranty
Collections (e.g., money owed, open book accounts) (09)
Collection Case-Seller Plaintiff
Other Promissory Note/Collections Case
Insurance Coverage *(not provisionally complex)* (18)
Auto Subrogation
Other Coverage
Other Contract (37)
Contractual Fraud
Other Contract Dispute

Real Property

Eminent Domain/Inverse Condemnation (14)
Wrongful Eviction (33)
Other Real Property (e.g., quiet title) (26)
Writ of Possession of Real Property
Mortgage Foreclosure
Quiet Title
Other Real Property *(not eminent domain, landlord/tenant, or foreclosure)*

Unlawful Detainer

Commercial (31)
Residential (32)
Drugs (38) *(if the case involves illegal drugs, check this item; otherwise, report as Commercial or Residential)*

Judicial Review

Asset Forfeiture (05)
Petition Re: Arbitration Award (11)
Writ of Mandate (02)
Writ-Administrative Mandamus
Writ-Mandamus on Limited Court Case Matter
Writ-Other Limited Court Case Review
Other Judicial Review (39)
Review of Health Officer Order
Notice of Appeal-Labor
Commissioner Appeals

Provisionally Complex Civil Litigation (Cal. Rules of Court Rules 3.400-3.403)

Antitrust/Trade Regulation (03)
Construction Defect (10)
Claims Involving Mass Tort (40)
Securities Litigation (28)
Environmental/Toxic Tort (30)
Insurance Coverage Claims *(arising from provisionally complex case type listed above)* (41)

Enforcement of Judgment

Enforcement of Judgment (20)
Abstract of Judgment (Out of County)
Confession of Judgment *(non-domestic relations)*
Sister State Judgment
Administrative Agency Award *(not unpaid taxes)*
Petition/Certification of Entry of Judgment on Unpaid Taxes
Other Enforcement of Judgment Case

Miscellaneous Civil Complaint

RICO (27)
Other Complaint *(not specified above)* (42)
Declaratory Relief Only
Injunctive Relief Only *(non-harassment)*
Mechanics Lien
Other Commercial Complaint Case *(non-tort/non-complex)*
Other Civil Complaint *(non-tort/non-complex)*

Miscellaneous Civil Petition

Partnership and Corporate Governance (21)
Other Petition *(not specified above)* (43)
Civil Harassment
Workplace Violence
Elder/Dependent Adult Abuse
Election Contest
Petition for Name Change
Petition for Relief from Late Claim
Other Civil Petition

2013 SEP -5 AM 8:46

CLERK OF THE COURT
BY: _____ DEPUTY CLERK

STEPPE

LIPTON & PIPER, LLP

ARTHUR C. LIPTON, C.S.B.#74710
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Attorneys for Plaintiffs,
REX TABORA, MINERVA ESHABARR AND CHRISTINE MARDIGRAS

SUPERIOR COURT OF THE STATE OF CALIFORNIA
IN AND FOR THE COUNTY OF SAN FRANCISCO
UNLIMITED JURISDICTION

11	REX TABORA, MINERVA ESHABARR AND)	Case No.:	CGC - 13 - 534023
12	CHRISTINE MARDIGRAS,)		
13	Plaintiffs,)		
14	vs.)		
15	TWENTY TWO HOLDINGS, LLC; BILLY)		
16	CHAN; SUSIE PHAM; PHUONG PHAM; JEFF)		
17	SOO HOO; KENT HEINZMAN; SANDRA)		
18	HEINZMAN; EDESEL PALMA; ED)		
19	BERNARDO; ENRIQUE MALVAR; TOBY)		
20	OSAKO; RENE ACOSTA; and DOES 1 to 20,)		
21	Defendants.)		

**COMPLAINT FOR INVOLUNTARY
DISSOLUTION OF LIMITED
LIABILITY COMPANY;
FRAUDULENT
MISREPRESENTATION; BREACH
OF FIDUCIARY DUTY;
UNREASONABLE PARTIAL
TERMINATION OF MEMBERS
INTEREST IN VIOLATION OF
CORP. CODE 17100©).**

Plaintiffs allege:

PARTIES

1. Defendant Twenty Two Holdings, LLC is a limited liability company duly organized and existing under the laws of the state of California, with its principal place of business and office located in San Francisco, California. Defendant, limited liability company is doing business as Social Kitchen, a restaurant, bar and brewery.
2. Plaintiffs are members of the Defendant limited liability company.

1 3. Defendant's Billy Chan, Rene Acosta, Ed Bernardo, Kent Heinzman, Enrique Malvar and
2 Jeff Soo Hoo are managing members of the Defendant, limited liability company.

3 4. Defendants Sandra Heinzman, Edsel Palma, Toby Osako, Susie Pham and Phuong Pham are
4 non-managing members of the Defendant, limited liability company.
5

6 **FACTUAL ALLEGATIONS**

7 5. On or about November 19, 2010 Billy Chan, then and now a managing member of the
8 Defendant limited liability company circulated by an email, a document email captioned, "Proposed
9 Capital Raise" to the members of Defendant limited liability company. A copy of the email,
10 "Proposed Capital Raise" is attached to this complaint and incorporated herein as Exhibit A.
11

12 6. Between the dates of November 19, 2010 and December 2, 2010, Billy Chan lobbied
13 members of Defendant limited liability company to approve said "proposed Capital raise" by oral
14 and email statements.
15

16 7. During said lobbying, Defendant Billy Chan represented to Rex Tabora and Minerva
17 Eshabarr, who at that time were managing members, that failure to approve said plan, would expose
18 them to personal liability for Defendant limited liability company's debts. That representation was
19 false and inaccurate.

20 8. At all times mentioned in this complaint. Defendant Billy Chan was a licensed attorney in the
21 State of California and knew or should have known that his representation as to the danger of
22 personal liability was false and inaccurate.
23

24 9. On or about December 2, 2010, Defendant Billy Chan notified by email all members of the
25 Defendant limited liability company that Exhibit A to this complaint the "Proposed Capital Raise"
26 had been approved by the "owners" and that "the company will proceed under the amendments
27
28

1 identified in the plan.”

2 10. On or about January 18, 2011, Defendants Billy Chan, Rene Acosta, Ed Bernardo, Kent
3 Heinzman, Enrique Malvar and Jeff Soo Hoo signed a document entitled, “Written Record of
4 Management Decisions”, (A true copy is attached to this complaint and incorporated as Exhibit B to
5 this complaint), purporting to amend the Second Amended Operating Agreement of the Defendant
6 limited liability company to comply with the terms of the “Proposed Capital Raise,” now called “the
7 Plan,” allegedly approved by more than 75% of the members on November 23, 2010.

8
9 11. Said “written record of management decisions” (Exhibit B to this complaint) purported to
10 amend the Defendant, limited liability company’s Second Amended Operating Agreement.

11
12 12. Said “written Record of management Decisions” was improperly signed and “confirmed by
13 the managers”, and was executed by the” new managing members” two, of whom had yet to be
14 appointed, and not by the existing managing members, two of whom had not been formally removed.

15
16 13. The purported adoption of the “Proposal for Capital Raise” (Exhibit A) and the “written
17 record of Management Decisions” of January 18, 2011 were adopted without required formalities and
18 in violation of the California Corporations Code.

19 **FIRST CAUSE OF ACTION**

20 **[Involuntary Dissolution of Limited Liability Company]**

21 **(As to all Defendants)**

22
23 14. Plaintiffs hereby re-allege and re- incorporate the allegations contained in pleadings 1-13 of
24 this complaint.

25 15. Dissolution is reasonably necessary for the protection of the rights and interests of the
26 complaining members.

1 16. Those in control of the company have been guilty of, or have knowingly countenanced
2 persistent and pervasive fraud mismanagement or abuse of authority.

3
4 **SECOND CAUSE OF ACTION**

5 **[Fraudulent Misrepresentation]**

6 **(As to Defendant Billy Chan and Does 1 to 20)**

7 17. Plaintiffs herein re-allege and incorporate the allegations contained in paragraphs 1-16 of this
8 complaint.

9 18. That the representations of Defendant Billy Chan and Does 1-20 detailed above in paragraph 7
10 were false and Defendants Chan and Does 1-20 knew or should have known they were false.

11 19. That the representations of Defendants Billy Chan and Does 1-20 were used to deceive
12 plaintiffs and to induce Plaintiffs reliance on said representations.

13 20. That Plaintiff Minerva Eshabarr was deceived by said representations and duly relied on those
14 representations in casting crucial votes as a managing member.

15 21. That as a result of Minerva Eshabarr reliance on said representations, all Plaintiffs were
16 damaged by a reduction of their economic interest in Defendant limited liability company of 80%.

17 22. That said negligent representations were done with malice, fraud and oppression and elicit
18 Plaintiffs to expend damages and attorneys fees.

19
20
21 **THIRD CAUSE OF ACTION**

22 **[Breach of Fiduciary Duty]**

23 **(As to Defendants Billy Chan, Rene Acosta, Ed Bernardo, Kent Heinzman, Enrique, Jeff Soo**

24 **Hoo and Does 1 to 20)**

25 23. Plaintiffs herein re-allege and re-incorporate herein the allegations contained in paragraphs 1-
26
27
28

1 22 of this complaint.

2 24. The Defendants noted in this Cause of Action had a duty as fiduciaries to act in the highest
3 good faith to their fellow member Plaintiffs..

4
5 25. The Defendants violated their fiduciary duty to Plaintiffs by the partial termination of
6 Plaintiff's economic interest, (80% reduction in the defendant limited liability company); and further
7 by their continuing failure to provide Plaintiffs with the requested information regarding the
8 company; and further by their removal of Plaintiffs Rex Tabora and Minerva Eshabarr as managing
9 partners through their use of, and reliance upon misrepresentation.

10
11 26. That Said breach of fiduciary duty was done with malice, fraud and oppression and entitle
12 Plaintiffs to exemplary damages and attorneys fees.

13 27. As a direct and proximate result of Defendants violations of their fiduciary duty as set forth
14 herein, Plaintiffs, and each of them, have been damaged in a sum to be proven in excess of
15 \$25,000.00.

16
17 **FOURTH CAUSE OF ACTION**

18 **[Unreasonable Partial Termination of Member's Interest in Violation of Corporation Code**

19 **Section 17100©)]**

20 **(As to all Defendants)**

21
22 28. Plaintiffs herein re-allege and incorporate the allegations contained in paragraphs 1-27 of this
23 complaint.

24 29. All Plaintiffs were subjected to partial termination of their economic interest without an offer
25 of re-payment of their capital contribution in violation of California Corporation Code Section
26 17100©) and California Corporations Code Section(b)(2).

1 30. All Plaintiffs are entitled to either a return of their capital contribution or a cancellation of the
2 partial termination of their economic interest.

3 31. That Plaintiffs have duly complained as to the unreasonable partial termination of their
4 economic interests and been denied both cancellation of said termination or return of their capital
5 contribution.

6
7 32. That Plaintiffs are entitled to reasonable attorney fees for their efforts to demand cancellation
8 of the partial termination of their economic interests or return of their capital pursuant to California
9 Corporations Codes Section 17106.

10
11 **WHEREFORE**, Plaintiffs pray judgment against the Defendants as hereinafter set forth:

12 1. That the court decree a winding up and dissolution of the Defendant, limited liability
13 company;

14 2. That the court entertain such proceedings as may be necessary or proper for the
15 involuntary winding up or dissolution of the Defendant limited liability company, and in that regard,
16 make such orders as justice and equity require;

17
18 3. For economic damages according to proof in excess of \$25,000.00, pursuant to the Second
19 and Third Causes of Action;

20 4. For exemplary damages pursuant to the Second and Third Causes of Action;

21 5. For Attorney fees pursuant to the Second and Third Causes of Action;

22
23 6. That the court decree that the partial termination of Plaintiffs' economic interest in the
24 limited liability company be cancelled, or in the alternative that Plaintiffs be repaid their capital
25 contributions;

26 7. That the court entertain such proceedings as may be necessary or proper for the
27
28

1 cancellations of the partial termination of Plaintiffs economic interest the limited liability company,
2 or order the return of Plaintiffs' capital contributions, and make such orders as may be necessary to
3 redress this partial termination, as justice and equity requires;
4

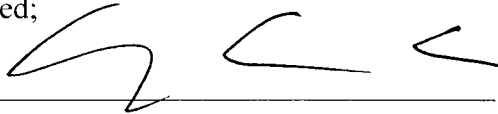
5 8. For Attorneys fees pursuant to the Fourth Cause of Action;

6 9. For costs of suit herein;

7 10. For such other and further relief as the court may deem proper
8

9 Dated: September 3, 2013
10

11 Signed;

12 

13 Arthur C. Lipton,
14

15 Attorney for Plaintiffs
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